

**THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

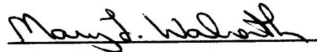
In re:	)	Chapter 11
FLEMING COMPANIES, INC., et al.,	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	
	)	
MADISON FOODS, INC., LARRY J. HENG	)	
And JANE A. HENG,	)	Adv. No. 04-53402 (MFW)
Plaintiffs,	)	
	)	
vs.	)	
	)	
FLEMING COMPANIES, INC., C & S	)	
ACQUISITION LLC, ASSOCIATED	)	
WHOLESALE GROCERS, INC., and SURRY	)	
LICENSING, LLC	)	
Defendants.	)	

ORDER

AND NOW, this **10th** day of **MAY, 2005**, having considered the Motion to Reconsider, Alter, and Amend the Court's December 10, 2004, Order and Judgment Denying Joint Motion to Enforce and for Approval of Settlement filed by the Plaintiffs, and the PCT's Objection thereto, it is hereby

ORDERED that the Motion is **DENIED**.

By the Court:



Honorable Mary F. Walrath
United States Bankruptcy Judge

cc: Jeffrey R. Waxman, Esquire¹

¹ Counsel shall distribute a copy of this Opinion and Order to all interested parties and file a Certificate of Service with the Court.

SERVICE LIST

John T. Carroll, III, Esquire
Jeffrey R. Waxman, Esquire
Cozen O'Connor
1201 N. Market Street, Suite 1400
Wilmington, DE 19801
Counsel to the Plaintiffs

Danny L. Curtis, Esquire
McDowell, Rice, Smith & Buchanan, P.C.
605 West 47th Street
Kansas City, MO 64112
Counsel to the Plaintiffs

David Fournier, Esquire
Pepper Hamilton LLP
Hercules Plaza, Suite 5100
1313 N. Market Street
P.O. Box 1709
Wilmington, DE 19899-1709
Counsel to the PCT